

NORTH TEXAS TOLLWAY AUTHORITY
NTTA Legal Services Committee Meeting Minutes
December 1, 2011

A public notice of this meeting containing all items was filed in the Office of the Secretary of State as required by Chapter 551 of the Texas Government Code, referred to as "The Open Meetings Act."

Minutes of the NTTA Legal Services Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on December 1, 2011, beginning at 1:30 p.m.

CALL TO ORDER

Committee Chairman Denison called the meeting to order at 2:02 p.m.

1. ESTABLISHMENT OF QUORUM

Committee Chairman Denison established a quorum by calling the roll. The following committee members were in attendance:

Dave Denison	Committee Chairman
Bob Shepard	Member
George (Tex) Quesada	Member

Chairman Barr, Director Moore and Director Vandergriff were also in attendance.

NTTA employees attending the Committee meeting were: Gerry Carrigan, Interim Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, CFO/Treasurer; Tom Bamonte, General Counsel; Ray Zies, Controller; Magdalena Kovats, Director of Internal Audit; Dave Pounds, Director of Information Technology; Nina Arias, Director of Human Resources; Kim Jackson, Director of Communications.

Also present at the meeting representing the Authority were Frank Stevenson, Locke, Lord, Outside Counsel to the Authority; Greg Schaecher, McCall Parkhurst & Horton, Bond Counsel to the Authority.

2. Public Comments

There were no comments under this item.

3. Resolution approving the minutes of the November 3, 2011 Legal Services Committee meeting

Director Quesada made a motion to approve the minutes of the November 3, 2011 Legal Services Committee meeting, and Director Shepard seconded the motion. The motion was approved unanimously.

4. Committee Chairman's remarks

There were no remarks under this item.

5. Reports

- A. General Counsel
- B. Board Counsel

Tom Bamonte, General Counsel, briefed the Committee on his recent activities in working with NTTA staff and Board Counsel, and his efforts on reaching out to the North Texas community.

Frank Stevenson, Board Counsel, briefed the Committee on items he and Mr. Bamonte have been working on, and expressed appreciation for Mr. Bamonte's commitment and hard work.

6. New Business

- A. Briefing on the contract renewal with Locke Lord
- B. Briefing on contract renewal with McCall Parkhurst
- C. Briefing and discussion of Alvarez & Marsal recommendation that General Counsel report to Executive Director rather than Board
- D. Briefing and discussion on current range and scope of outside counsel services
- E. Briefing and discussion on development of outside counsel registry--RFP vs. open listing
- F. Review and tour of Law Department location and facilities

Mr. Bamonte provided a briefing on the contract renewals with Locke Lord and McCall Parkhurst, and addressed questions of the Board.

Mr. Bamonte provided a letter from Ronald Orsini, Managing Director, Alvarez & Marsal Business Consulting, LLC, explaining the rationale of his firm's recommendation for the NTTA General Counsel to report to the Executive Director and not the Board. Mr. Bamonte provided a briefing on the General Counsel reporting background, and reporting relationships within other Toll Authorities as well as the private sector, and addressed questions of the Board.

After some discussion, Director Quesada made a motion that the Committee recommend to the Board that no changes be made at this time on the General Counsel reporting item, but that it should be considered when any organizational review is performed. Director Shepard seconded the motion and it was approved unanimously.

Mr. Bamonte briefed the Committee on Outside Counsel procurement approaches, including identified areas for initial RFQs, top legal work items in 2011, procurement

models, and scope of services requested in RFPs.

Mr. Bamonte and Frank Stevenson, Locke Lord, addressed questions of the Committee and other Board Members present. After some discussion and input was provided by the Committee members, the Committee agreed to request Mr. Bamonte to come back to the Committee with his recommendations.

8. EXECUTIVE SESSION

An Executive Session was not held.

9. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

N/A

ADJOURNMENT

Prior to adjourning, the Committee toured the Legal Department.

Director Quesada made a motion to adjourn and Director Shepard seconded the motion. The meeting adjourned at 3:17 p.m.



Dave Denison, Committee Chairman
NTTA Legal Services Committee



Jane Willard, Committee Chairman
NTTA Administration Committee



Ruby Franklin, Secretary